

The background of the entire page is a night landscape. It features a dark, starry sky with the Milky Way visible. In the foreground and middle ground, there are several trees with silhouetted branches against the bright sky. The ground appears to be a sandy or dirt-covered area, possibly a desert or a dry landscape. The overall color palette is dominated by the dark blues and blacks of the night sky, the warm oranges and yellows of the tree silhouettes, and the white of the stars and text.

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BOARD CHARTER

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AUSFILM

Building 23C, Disney Studios Australia
38 Driver Avenue, Moore Park, NSW, 2021
+61 29383 4192

info@ausfilm.com.au
ABN: 18 053 256 504

AUSFILM

2029 Century Park East, Suite 3150
Los Angeles, CA 90067 USA
+1 310 229 2362

1. PURPOSE OF CHARTER

The Board Charter sets out the role, composition and responsibilities of the Board of Directors ("the Board") of Ausfilm International Incorporated.

The conduct of the Board is also governed by the Constitution of Ausfilm International Incorporated, a copy of which is available on request. A number of operational matters relating to the Board such as number of meetings per year, and election of Directors are governed by the Constitution and are not reproduced here.

The Board agrees to align with the ASX Corporate Governance Principles, to be applied considering the size and not-for-profit status of Ausfilm.

2. PURPOSE OF THE BOARD

The Board has two broad purposes, compliance, and performance:

2.1 COMPLIANCE: conform with or exceed all legal requirements

Legal

- monitor Constitution
- comply with Directors' responsibilities
- comply with laws
- monitor insurance requirements

Accountability

- monitor financials
- compliance audits

2.2 PERFORMANCE: assist the organisation to perform to its best potential

Strategy and policy

- approve vision/mission and ensure it is embedded into the organisation's operations
- approve strategic plan and policies and monitor regularly

Accountability

- overall performance of the organisation
- board evaluation, succession planning
- report outcomes to stakeholders
- lead and performance-manage CEO

Stakeholder Engagement & Advocacy

- project a strong and positive image
- represent and participate
- keep stakeholders informed

- promote the vision
- facilitate cohesion
- protect the interests of stakeholders
- speak with one voice regarding Board decisions

Risk management

- ensure up-to-date and effective risk profile and management strategy
- monitor critical risks

The Board, while meeting its responsibilities, is mindful of the organisation's mission and the objects of the organisation as embodied in its Constitution.

3. ROLES AND RESPONSIBILITIES

The Board has delegated authority for the operations and administration of the organisation to the CEO.

The functions of the Board are to:

- Provide effective leadership and collaborate with the Executive staff in:
 - articulating the organisation's values, vision, mission and strategies
 - developing strategic plans and formulating strategic priorities
 - considering the changing landscape in which Ausfilm operates as it develops its strategic plans and priorities (for e.g. technological, social and regulatory changes).
 - maintaining open lines of communication and promulgating through the organisation and with external stakeholders the values, vision, mission and strategies
 - developing and maintaining an organisation structure to support the achievement of agreed strategic objectives
- Monitor the performance of the CEO against agreed performance indicators
- Review and agree business plans and budgets proposed by the Executive staff
- Monitor the achievement of strategic and business plans and annual budget outcomes
- Establish such committees, policies and procedures as will facilitate the more effective discharge of the Board's roles and responsibilities
- Ensure, through the Board committees and others as appropriate, compliance obligations and functions are effectively discharged
- Initiate a Board self-evaluation program, including completing a Board skills matrix as part of the evaluation and carrying out an external review from time-to-time. The Board will follow-up actions to deal with issues as they arise
- Ensure that all significant systems and procedures are in place for the organisation to run effectively, efficiently, and meet all legal and contractual requirements

- Ensure that all significant risks are adequately considered and accounted for by the Executive staff
- Ensure that the organisation has appropriate corporate governance structures in place including standards of ethical behaviour and promotion of a culture of corporate and social responsibility.
- The Board has no operational involvement in the conduct of the organisation's business activities and delivery of services. Its role is confined to setting and reviewing policy.

4. MEMBERSHIP AND TERM

The Constitution provides for a minimum of three Corporate Member Directors and three Screen Body Member Directors for a quorum to transact business at meetings.

The Board consists only of independent non-executive Directors. That is, no member of the Board may be a member of the paid staff of the organisation.

Directors are expected to make decisions based on what is best for the organisation. Directors should not be making decisions based on their own personal interests, preferences or alliances or those of other people or organisations they may be involved with. In addition, a Board Member must use their powers for the purpose for which they were given and not to obtain an advantage for themselves or anyone else. All decisions must help Ausfilm achieve its objectives.

Membership of the Board shall be disclosed in the annual report including whether a Director is independent or not independent.

The Board has not adopted a tenure policy, but according to the Constitution, each Corporate Member Director must be re-elected by the Corporate Members after three years on the Board.

5. BOARD/CEO RELATIONSHIP

The roles of the Chairperson and CEO are strictly separated. The CEO is responsible for:

- policy direction of the operations of the organisation
- the efficient and effective operation of the organisation
- bringing material and other relevant matters to the attention of the Board in an accurate and timely manner.

The CEO is not a member of the Board, but, along with the staff, attends Board meetings.

6. BOARD CULTURE

The Board actively seeks to have an 'engaged culture' which is characterised by candour and a willingness to challenge.

The points below set out the characteristics of an 'engaged board culture'.

Agendas

- The agendas of the Board limit presentation time and maximise discussion time.
- Opportunities for informal interactions among Board members are maximised.

Norms

- Board members are honest yet constructive.
- Members are ready to ask questions and willing to challenge leadership.
- Members actively seek out other members' views and contributions.
- Members spend appropriate time on important issues.

Beliefs

- "I'll earn the respect of fellow Board members by making valuable contributions and taking responsibility for what I do."
- "If I don't actively participate, I won't be fulfilling my responsibility."
- "If I don't come prepared, I will be embarrassed."
- "If I can't carry my load, or if I can't agree with what's going on, I should resign."

Values

- The Board serves the community by actively participating in governance.
- The Board is responsible to various stakeholders.
- Board members are personally accountable for what goes on at the organisation.
- The Board is responsible for maintaining the organisation's stature in the sector.
- The Board values a diversity of skills, backgrounds and perspectives.
- The Board acknowledges the value of considering environmental and sustainable approaches.
- Board members respect each other.

7. REPORTING

Proceedings of all meetings are minuted and signed by the Chair of the meeting. Minutes of all Board meetings are circulated to Directors and approved by the Board at the subsequent meeting.

Resolutions are first put to the Board in draft form (as a "Board Paper") and, once passed, are recorded in the Minutes.

8. CONFLICT OF INTEREST – DEFINITION

A conflict of interest involves a conflict between duty as a Board member of the organisation, and personal or private interests.

Conflicts of interest can also be perceived or potential.

The perception that a Board member's private interests could improperly influence his/her duty to Ausfilm can be as important to identify as an actual conflict of interest.

A potential conflict of interest arises where a Board member has private interests that could conflict with his/her official duties in the future.

Another type of conflict of interest can exist where a Board member has competing interests through more than one official role, or public duty.

Any conflicts of interest are disclosed at each Board meeting, and a record is kept of all disclosed conflicts.

9. REVIEW OF CHARTER

The Board will review this charter annually to ensure it remains consistent with the Board's objectives and responsibilities.

10. PUBLICATION OF THE CHARTER

Key features of the charter are to be outlined in the organisation's Annual Report. A copy of the charter is available on the Ausfilm website.